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SURFACE TRANSPORTATION BOARD

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October 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease, dated as of September 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease previously filed with the Board under Recordation Number 26820 and is a termination as to all the cars under this Recordation Number.

The name and address of the party to the enclosed document are:

Lessor: Compass Rail VI Corporation
750 Battery Street, Suite 430
San Francisco, California 94111

[Lessee: Intrepid Potash – Wendover, LLC
PO Box 1208
Moad, Utah 84532]

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A description of the railroad equipment covered by the enclosed document is:

19 covered hopper railcars CPMX 200001 - CPMX 200019 (previously marked within the series CEFX 152040 - CEFX 152809 as more particularly set forth in the equipment schedule attached to the document).

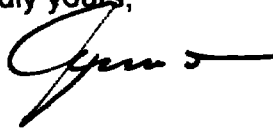
A short summary of the document to appear in the index is:

Memorandum of Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF TERMINATION OF LEASE

As of September 1, 2010

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF LEASE is intended to evidence the termination of that certain MASTER CAR LEASE dated as of January 1, 1999 (the "Lease") by and between Compass Rail VI Corporation, a California corporation (as successor in interest to CIT Group/Equipment Financing Inc. and Compass Rail IV Corporation), with offices at 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and Intrepid Potash - Wendover, LLC (formerly known as Intrepid Wendover Potash, LLC, and successor to Reilly Industries, Inc.) ("Lessee").

Pursuant to the Lease, Lessee has leased from Rail VI the nineteen (19) covered hopper cars specified on Schedule 1 hereto (the "Railcars"). Documents regarding the Railcars have been previously filed with the Registrar General of Canada and the Surface Transportation Board and assigned Recordation Nos. 23173-A through 23173-H and 26820 through 26820-A.

This Memorandum of Termination of Lease is executed for the purpose of releasing any and all railcars from the Lease and any amendments thereto and is without prejudice to any other continuing rights and obligations of the parties under the Lease and any amendments thereto. *This Memorandum of Termination of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C Section 11301 and with the Registrar General of Canada under applicable law.*

IN WITNESS WHEREOF, Lessor has caused this Memorandum of Termination of Lease to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

Lessor:

Compass Rail VI Corporation

By: 

Title: _____

Mark S. Maymar
Executive Vice President

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Termination of Lease was signed on behalf of Compass Rail VI Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the company.


(name)

SCHEDULE 1

The Railcars:

Old Marks:		New Marks	
CEFX	152040	CMPX	200001
CEFX	152045	CMPX	200002
CEFX	152071	CMPX	200003
CEFX	152107	CMPX	200004
CEFX	152152	CMPX	200005
CEFX	152791	CMPX	200006
CEFX	152758	CMPX	200007
CEFX	152760	CMPX	200008
CEFX	152763	CMPX	200009
CEFX	152764	CMPX	200010
CEFX	152765	CMPX	200011
CEFX	152768	CMPX	200012
CEFX	152784	CMPX	200013
CEFX	152788	CMPX	200014
CEFX	152756	CMPX	200015
CEFX	152792	CMPX	200016
CEFX	152803	CMPX	200017
CEFX	152807	CMPX	200018
CEFX	152809	CMPX	200019

The Assigned Schedules of the Lease (as amended and extended):

Schedule No. 03 dated as of November 8, 2000

Schedule No. 06 dated as of August 14, 2003.

Schedule No 07 dated as of September 26, 2003.

Schedule No. 08 dated as of November 5, 2003.